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US BANK/FCC SEP 01 2010

August 31, 2010
Via Overnight Delivery

Ms. Marlene H. Dortch, FCC Secretary
Federal Communications Commission
c/o US Bank
Lock Box 979091
214 Applications
St. Louis, MO 63197-9000

RE: Application for Approval of Transfer of Control

In the Matter of the Consolidated Application of **Texas ICS Holding, LLC, Inmate Calling Solutions, LLC d/b/a ICSolutions** and **Centric Group, LLC**, for Authority pursuant to Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of an Authorized Domestic and International Carrier

Dear Ms. Dortch:

Enclosed for filing is a check in the amount of \$1,015.00 for the Joint Application submitted on behalf of the above-referenced applicants.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Any questions you may have regarding this filing may be directed to my attention at (407) 740-3004 or via email to Rnorton@tminc.com.

Sincerely,

A handwritten signature in black ink, appearing to read 'Robin Norton'.

Robin Norton
Consultant to Inmate Calling Solutions, LLC

RN/lm
Enclosure

cc: Tim McAteer - Keefe
cc: Kirk Smith - ICS
file: ICS - FCC - 214
tms: FCCx1001

TM RECEIVED SEP 07 2010

**Before the
Federal Communications Commission
Washington, D.C. 20554**

| | | |
|---|---|------------------------|
| In the Matter of: |) | |
| |) | |
| Texas ICS Holding, LLC |) | |
| (Transferor) |) | |
| and Inmate Calling Solutions, LLC |) | File No. ITC-T/C-_____ |
| |) | |
| and |) | |
| |) | WCB Docket No. _____ |
| Centric Group, LLC |) | |
| (Transferee) |) | |
| |) | |
| Consolidated Application for Authorization |) | |
| to Transfer Control of Inmate Calling Solutions, LLC |) | |
| Pursuant to Section 214 of the |) | |
| Communications Act of 1934 |) | |

To: International Bureau
Wireline Competition Bureau

**CONSOLIDATED APPLICATION FOR AUTHORIZATION TO TRANSFER CONTROL OF
INMATE CALLING SOLUTIONS, LLC**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04 and 63.24 of the Commission's Rules, Texas ICS Holding, LLC ("TICS" or "Transferor") along with Centric Group, LLC ("Centric" or "Transferee") (together "Applicants"), hereby seek authority to transfer control of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS" or "Licensee") to Centric.

In Section IV of this application, the Applicants provide the information required by Sections 63.18 and 63.24 of the Commission's Rules for transfer of control. As specified by Section 63.04(b) of the Commission's Rules, the additional information required for the domestic component of this application is provided in Section V.

Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules. As will be shown below, both the domestic and international components of this application qualify for streamlined processing.

I. DESCRIPTION OF THE APPLICANTS

A. Transferor (Texas ICS Holding, LLC)

Texas ICS Holding, LLC ("TICS") (f/k/a Michael R. Smith and Group) was formed in 2008 for the purpose of acquiring ICS. Currently, TICS owns 99% of the equity interest in ICS and Michael R. Smith owns the remaining 1%.

B. Transferee (Centric Group, LLC)

Centric Group, LLC is a diversified holding company who, together with its subsidiaries, has been serving the correctional industry since 1974. Keefe Commissary Networks, LLC ("KCN"), a subsidiary created in 1993, provides software that correctional facilities use to set up and manage inmate trust accounts. KCN also contracts with correctional facilities to manage daily commissary operations by taking, filling and delivering commissary orders for inmates. KCN is affiliated for marketing purposes with a cooperative effort known as the Keefe Group. The Keefe Group includes Keefe Supply Company (a division of Centric), Keefe Commissary Networks, L.L.C and Access Catalog Company, LLC (a subsidiary of Centric providing mail order catalog services to inmates).

C. Licensee (Inmate Calling Solutions, LLC d/b/a ICSolutions)

Inmate Calling Solutions, LLC is a California Limited Liability Company headquartered in San Antonio, TX. ICS has been providing institutional calling services since 2003, and currently serves correctional facilities in thirty-one states. ICS' mission is to focus on advanced technology and proven resources into transforming the inmate calling arena. Its dedication to ongoing technology advances, market-specific solutions, and unsurpassed customer service has earned ICS a reputation as an emerging industry leader.

II. DESCRIPTION OF THE TRANSACTION

On July 30, 2010, Buyer and Seller entered into a purchase agreement whereby Buyer proposes to purchase 100% of Seller's ownership interests in ICS in return for a cash payment and other consideration, thereby acquiring 99% of the equity ownership of ICS. The remaining 1% will continue to be owned by Michael R. Smith. No change in day-to-day management or employees is contemplated. The transaction is expected to be completed by October 31, 2010, subject to all regulatory approvals.

III. PUBLIC INTEREST STATEMENT

The transfer of control to Centric will serve the public interest. Centric's experience and success in service industries supporting correctional facilities make the company particularly well-qualified to acquire ownership of ICS. The Transfer will be transparent to the users of ICS' services and will not have an adverse effect on them. There will be no change to services, rates, terms or conditions of service. ICS will continue its mission to develop and offer innovative solutions responding to the demands of the corrections market, serving the needs of inmates and their families as well as facility management personnel.

IV. ADDITIONAL INFORMATION REQUIRED BY SECTIONS § 63.18 AND 63.24 OF THE COMMISSION'S RULES

In accordance with Sections 63.18 and 63.24(e) of the Commission's Rules, the Applicants submit the following information in support of this application:

Information Provided for Transferor and Transferee

(a) Name, address and telephone number:

Transferor:

Texas ICS Holding, LLC
2200 Danbury Street
San Antonio, TX 78217
Telephone: (210) 581-8104
Facsimile: (210) 832-8915

Transferee:

Centric Group, LLC
1260 Andes Blvd.
St. Louis, Missouri 63132
Telephone: (314) 214-2785
Facsimile: (314) 214-2790

(b) Corporate Organization:

Transferor: TICS is a Limited Liability Company incorporated under the laws of Texas.

Transferee: Centric is a Limited Liability Company incorporated under the laws of Delaware.

Licensee: ICS is a Limited Liability Company organized under the laws of California.

- (c) Correspondence concerning this Application should be sent to:

Robin Norton, Consultant to Applicants
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, Florida 32751
Telephone: (407) 740-3004
Facsimile: (407) 740-0613
E-mail: rnorton@tminc.com

- (d) International Section 214 Authorizations:

TICS - Transferor does not have international Section 214 authority.

Centric - Transferee does not have international 214 authority.

Licensee - ICS has international Section 214 global resale authority pursuant to FCC rules (ITC-214-20030312-00128).

Information Provided for Transferee

- (h) Ten Percent or Greater Interest Holders:

| Name | Percent Ownership | Primary Business | Citizenship |
|----------------------------|-------------------|---|---------------|
| Andrew C. Taylor | 16.42% | Enterprise Rent-a-Car | U. S. Citizen |
| Jo Ann Kindle | 16.42% | Enterprise Rent-a-Car Foundation | U. S. Citizen |
| Kelly A. Taylor | 11.08% | Not employed | U. S. Citizen |
| Christine Taylor Broughton | 11.08% | Enterprise Rent-a-Car | U. S. Citizen |
| Patricia A. Taylor | 11.08% | Not employed | U. S. Citizen |
| Alison Taylor Kindle | 11.08% | RUNG, Ltd, philanthropy-focused non-profit apparel resale | U. S. Citizen |
| Mary Carolyn Kindle | 11.08% | Enterprise Rent-a-Car | U. S. Citizen |

No other person or entity owns a ten percent (10%) or greater direct or indirect ownership in Centric. No officer or director of Centric is also an officer or director of any foreign carrier.

(i) Foreign Carrier Affiliation:

Centric certifies that it is not nor is it affiliated with any foreign carrier.

(j) Foreign Carrier and Destination Countries:

Centric certifies that it does not seek to provide international telecommunications service to any destination where: (1) Centric is a foreign carrier in that country; (2) Centric controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in Centric, or controls Centric, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of Centric and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.

(k) Showing of WTO Membership for Destination Countries:

Not applicable; Centric is not affiliated or otherwise related to any foreign carrier.

(l), (m) Showing of Non-Dominance/Regulatory Classifications:

Not applicable; Centric is not affiliated or otherwise related to any foreign carrier.

(n) Concessions:

Centric certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from a foreign carrier or administration with regards to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

(o) Federal Benefits:

Centric certifies pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 862.

(p) Streamlined Processing:

This application is entitled to streamlined processing pursuant to Section 63.12 of the Commission's Rules because the information provided herein clearly demonstrates: (1) Centric is not affiliated with a foreign carrier on any route for which authority is sought; (2) Centric is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and (3) Centric is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

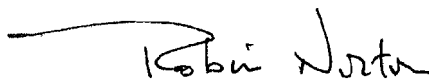
V. ADDITIONAL INFORMATION REQUIRED BY SECTION § 63.04 OF THE COMMISSION'S RULES

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application to transfer control under Section 214 of the Act, as attached hereto as Exhibit A.

VI. CONCLUSION

For these reasons, the grant of this Application is consistent with the public interest and Applicants respectfully request that the Commission grant this Application as expeditiously as possible through its streamlined procedures.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robin Norton", is written over a horizontal line.

Robin Norton, Consultant
Technologies Management, Inc.
2600 Maitland Center Parkway, Suite 300
Maitland, FL 32751
Phone: 407-740-3004
E-mail: Rnorton@tminc.com

Dated: August 31, 2010

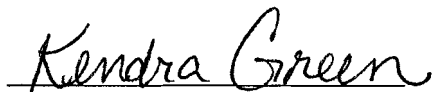
VERIFICATION

I, Michael R. Smith, hereby declare under penalty of perjury, that I am President of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS") and President and Manager of Texas ICS Holding, LLC ("TICS"); that I am authorized to make this verification on behalf of ICS and TICS; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Michael R. Smith
Inmate Calling Solutions, LLC d/b/a ICSolutions
Texas ICS Holding, LLC

Sworn to and subscribed before me this 20th day of August, 2010.



Notary Public

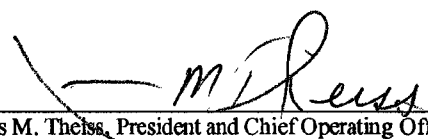
My Commission expires:

6/21/14



VERIFICATION

I, James M. Theiss, hereby declare under penalty of perjury, that I am President and Chief Operating Officer of Centric Group, LLC ("Centric"); that I am authorized to make this verification on Centric's behalf; that I have read the foregoing Application; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.


James M. Theiss, President and Chief Operating Officer
Centric Group, LLC

Sworn to and subscribed before me this 20th day of August, 2010.


Notary Public

My Commission expires:

BONNIE S. WILLIAMS
Notary Public - Notary Seal
St. Louis County
STATE OF MISSOURI
My Commission Exp. 10/24/2012
#08400048

EXHIBIT A

INFORMATION REQUIRED BY RULE 63.04

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Areas

Neither Transferor nor Transferee is a telecommunications provider.

Licensee is an institutional services provider certificated, registered or otherwise authorized to provide service in all states except Alaska, Connecticut, Delaware, Hawaii, Nebraska, Vermont, and West Virginia. Licensee currently contracts with correctional facilities to provide service in thirty one states.

63.04(a)(8): Eligibility for Streamlined Processing

Applicants submit that the proposed transaction would result in Centric's market share in the institutional calling services market to be substantially less than ten percent. ICS provides competitive telecommunications services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. No applicant is dominant with respect to any service. Therefore, this Application presumptively qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules.

63.04(a)(9): Other Related FCC Applications

None.

63.04(a)(10): Statement of Imminent Business Failure

No special consideration is requested as no party to the transaction is facing imminent business failure.

63.04(a)(11): Separately Filed Waiver Requests

None.

63.04(a)(12): Public Interest Statement

The public interest statement is provided in Section III of the Application.